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December 17, 2005

**BY ELECTRONIC MAIL**

Alicia M. Leonhard, Esq.  
Office of the United States Trustee  
33 Whitehall Street, Suite 2100  
New York, New York 10004

**RE: In re Delphi Corporation, et al. (the "Debtors"),  
Chapter 11 Case No. 05-44481 (Bankr. S.D.N.Y.)**

Dear Alicia:

Yesterday afternoon, I received an electronic mail message from Mitchell Seider, counsel to the Official Creditors' Committee, which email message was followed yesterday evening by a telephone conversation with Mr. Seider. In the email message and during our conversation, Mr. Seider informed me that, in response to my letter to you yesterday, he contacted Capital Research and Management Company ("Capital Research") inquiring as to whether Capital Research did, as asserted in my letter, sell its interest in the Debtors' Subordinated Notes. Mr. Seider advised me that, as reported to him, Capital Research has not sold its position in the Subordinated Notes.

Law Debenture Trust Company of New York ("Law Debenture") received news of the Capital Research sale transaction from what it believes to be a reasonably reliable source. It is not, however, in a position to confirm the accuracy of the report. Obviously, only Capital Research can do so. As there appears to be conflicting news regarding this matter, Law Debenture respectfully submits that Capital Research (and not counsel to the Official Creditors' Committee) is the proper party to clarify the record. Such clarification should be in the form of a writing delivered on Monday to all relevant parties stating with particularity Capital Research's position in Senior Notes and Subordinated Notes, as of Monday. Axiomatic, any sales of Subordinated Notes that are in progress would not, in our view, constitute present holdings of Subordinated Notes, even if such sales have not closed as of Monday.



All this being said, Law Debenture maintains that, so long as Capital Research holds a position in the Debtors' Senior Notes, it is hopelessly conflicted and cannot be relied upon as a voice for the Subordinated Noteholders. Accordingly, Law Debenture should be appointed to the Official Creditors' Committee and, again, renews its request for such appointment.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Stark', with a stylized flourish at the end.

Robert J. Stark

Copies: John Wm. Butler, Jr., Esq. (by electronic mail)  
Michell Seider (by electronic mail)  
Richard G. Mason (by electronic mail)  
Daniel R. Fisher, Esq. (by electronic mail)  
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